

AerCap Holdings N.V.
Form 144
May 10, 2017

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 144

NOTICE OF PROPOSED SALE OF SECURITIES

PURSUANT TO RULE 144 UNDER THE SECURITIES ACT OF 1933

OMB APPROVAL

OMB 3235-0101
Number:

Expires: May 31,
2017

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response

SEC USE ONLY

DOCUMENT
SEQUENCE NO.

CUSIP NUMBER

ATTENTION: *Transmit for filing 3 copies of this form concurrently with either placing an order with a broker to execute sale or executing a sale directly with a market maker.*

1 (a) NAME OF ISSUER (Please type or print)	(b) IRS IDENT. NO.	(c) S.E.C. FILE NO	WORK LOCATION		
AerCap Holdings N.V.		001-33159			
1 (d) ADDRESS OF ISSUER	STREET	CITY	STATE	ZIP CODE	
AerCap House	65 St. Stephen's Green	Dublin	Ireland	2	
			Area Code	Number	
			+35 31	819 2010	
2 (a) NAME OF PERSON FOR WHOSE ACCOUNT THE SECURITIES ARE TO BE SOLD	(b) RELATIONSHIP TO ISSUER	(c) ADDRESS STREET	CITY	STATE	ZIP CODE
Keith Helming	Former Chief Financial Officer	AerCap House 65 St. Stephen's Green	Dublin	Ireland	2

INSTRUCTION: The person filing this notice should contact the issuer to obtain the I.R.S. Identification Number and the S.E.C. File Number.

3 (a)	(b)	SEC USE ONLY	(c)	(d)	(e)	(f)	(g)
Title of the Class of	Name and Address of Each Broker Through Whom the Securities	Broker-Dealer File Number	Number of Shares	Aggregate Market Value	Number of Shares	Approximate Date of Sale	Name of Each Securities

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Securities To Be Sold	are to be Offered or Each Market Maker who is Acquiring the Securities		or Other Units To Be Sold (See instr. 3(c))	(See instr. 3(d))	or Other Units Outstanding (See instr. 3(e))	(See instr. 3(f)) (MO. DAY YR.)	Exchange (See instr. 3(g))
Ordinary Shares	Wells Fargo Advisors 935 Prairie Center Dr. Eden Prairie, MN 55344		144,000 ¹	\$6,626,880 ²	169,850,879 as of March 31, 2017	05/10/2017	NYSE

INSTRUCTIONS:

- | | |
|--|--|
| 1. (a) Name of issuer | 3. (a) Title of the class of securities to be sold |
| (b) Issuer's I.R.S. Identification Number | (b) Name and address of each broker through whom the securities are intended to be sold |
| (c) Issuer's S.E.C. file number, if any | (c) Number of shares or other units to be sold (if debt securities, give the aggregate face amount) |
| (d) Issuer's address, including zip code | (d) Aggregate market value of the securities to be sold as of a specified date within 10 days prior to filing of this notice |
| (e) Issuer's telephone number, including area code | (e) Number of shares or other units of the class outstanding, or if debt securities the face amount thereof outstanding, as shown by the most recent report or statement published by the issuer |
| 2. (a) Name of person for whose account the securities are to be sold | (f) Approximate date on which the securities are to be sold |
| Such person's relationship to the issuer (e.g., | (g) Name of each securities exchange, if any, on which the securities are intended to be sold |
| (b) officer, director, 10% stockholder, or member of immediate family of any of the foregoing) | |
| (c) Such person's address, including zip code | |
- Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number. SEC 1147 (08-07)

¹ The proceeds from the anticipated sale of the 144,000 ordinary shares that are the subject of this filing will be used to pay personal United States Federal and State taxes in connection with Mr. Helming's anticipated May 31, 2017 equity distribution (the end of his employment contract), as well as to cover the costs relating to the purchase of a home upon his return to the United States.

² Aggregate Market Value of shares calculated based on a closing share price of \$46.02 on May 9, 2017.

TABLE I — SECURITIES TO BE SOLD

Furnish the following information with respect to the acquisition of the securities to be sold and with respect to the payment of all or any part of the purchase price or other consideration therefor:

Title of the Class	Date you Acquired	Nature of Acquisition Transaction	Name of Person from Whom Acquired (If gift, also give date donor acquired)	Amount of Securities Acquired	Date of Payment	Nature of Payment
Ordinary Shares	05/31/2015	Vesting of Restricted Stock Units	AerCap Holdings N.V.	126,626	05/31/2015	Cashless
Ordinary Shares	05/22/2014	Exercise of stock options	AerCap Holdings N.V.	175,513	05/22/2014	Cashless

INSTRUCTIONS: If the securities were purchased and full payment therefor was not made in cash at the time of purchase, explain in the table or in a note thereto the nature of the consideration given. If the consideration consisted of any note or other obligation, or if payment was made in installments describe the arrangement and state when the note or other obligation was discharged in full or the last installment paid.

TABLE II — SECURITIES SOLD DURING THE PAST 3 MONTHS

Furnish the following information as to all securities of the issuer sold during the past 3 months by the person for whose account the securities are to be sold.

Name and Address of Seller	Title of Securities Sold	Date of Sale	Amount of Securities Sold	Gross Proceeds
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EXPLANATION OF RESPONSES:**REMARKS:****INSTRUCTIONS:**

See the definition of “person” in paragraph (a) of Rule 144. Information is to be given not only as to the person for whose account the securities are to be sold but also as to all other persons included in that definition. In addition, information shall be given as to sales by all persons whose sales are required by paragraph (e) of Rule 144 to be aggregated with sales for the account of the person filing this notice.

ATTENTION:

The person for whose account the securities to which this notice relates are to be sold hereby represents by signing this notice that he does not know any material adverse information in regard to the current and prospective operations of the Issuer of the securities to be sold which has not been publicly disclosed. If such person has adopted a written trading plan or given trading instructions to satisfy Rule 10b5-1 under the Exchange Act, by signing the form and indicating the date that the plan was adopted or the instruction given, that person makes such

EXPLANATION OF RESPONSES:

representation as of the plan adoption or instruction date.

05/10/2017

DATE OF NOTICE

/s/ Keith A. Helming
(SIGNATURE)

DATE OF PLAN ADOPTION OR GIVING OF INSTRUCTION, IF
RELYING ON RULE 10B5-1

The notice shall be
signed by the person
for whose account the
securities are
to be sold. At least one
copy of the notice shall
be manually signed.
Any
copies not manually
signed shall bear typed
or printed signatures.

ATTENTION: Intentional misstatements or omission of facts constitute Federal Criminal Violations (See 18 U.S.C. 1001)

SEC 1147 (02-08)

REMARKS: